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BellSouth Telecommunications, Inc.

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TN REGULATORY AUTHORITY
DOCKET ROOM

Guy M. Hicks
General Counsel

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January 29, 2003

Hon. Sara Kyle
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

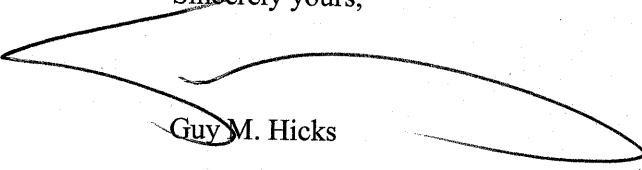
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and XO Tennessee, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 03-00099

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, XO Tennessee, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated November 4, 1999. The Amendment modifies Attachment 6 regarding Service Date Advancement Charges (a.k.a Expedites).

Thank you for your attention to this matter.

Sincerely yours,


Guy M. Hicks

cc: Dana Shaffer, XO Tennessee, Inc.
Regulatory Department, XO Communications, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and XO Tennessee, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND XO TENNESSEE, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, XO Tennessee, Inc. ("XO") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated November 4, 1999 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, XO and BellSouth state the following:

1. XO and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to XO. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 28, 2000.

2. The parties have recently negotiated an Amendment to the Agreement. The Amendment modifies Attachment 6 of the Agreement regarding Service Date Advancement Charges (a.k.a Expedites). A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, XO and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provide that either or both of the parties are authorized to submit the Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and XO within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. XO and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

XO and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 30th day of JAN, 2003.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

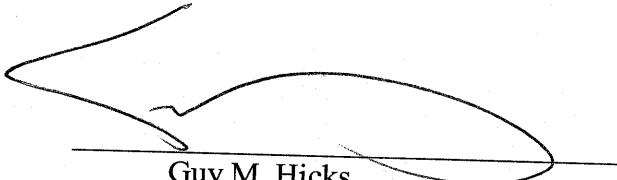
CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 30th day of JAN, 2003:

Dana Shaffer
XO Tennessee, Inc.
105 Molloy Street, Suite 300
Nashville, TN 37201-2315

XO Tennessee, Inc.
Regulatory Department
105 Molloy Street, Suite 300
Nashville, TN 37201-2315

XO Communications, Inc.
Regulatory Department
1730 Rhode Island Ave., NW
Suite 1000
Washington, D.C. 20036


Guy M. Hicks

**AMENDMENT TO
INTERCONNECTION AGREEMENT BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC. AND
XO TENNESSEE, INC.
DATED NOVEMBER 4, 1999**

Pursuant to this Amendment (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth"), a Georgia corporation, and XO Tennessee, Inc. ("XO"), a Washington corporation, hereby agree to amend that certain Interconnection Agreement between the Parties dated November 4, 1999 (the "Agreement").

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, XO and BellSouth hereby covenant and agree as follows:

1. Attachment 6 of the Agreement is amended to incorporate a new Section 3.6 to read as follows:

"Service Date Advancement Charges (a.k.a. Expedites). For Service Date Advancement requests by XO, Service Date Advancement charges will apply for intervals less than the standard interval as outlined in the BellSouth Products and Services Interval Guide. The charges as outlined in BellSouth's FCC No. 1 Tariff, Section 5, will apply as applicable.

2. All other provisions of the Interconnection Agreement, dated November 4, 1999, shall remain in full force and effect.

3. Either or both of the Parties is authorized to submit this Amendment to the appropriate state Commissions for approval subject to section 252(e) of the Federal Telecommunications Act of 1996.

4. IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

By: Era Shiroishi

Name: Elizabeth E. A. Shiroishi

Title: Assistant Director

Date: 9/12/02

XO Tennessee, Inc.

By: Dana Shaffer

Name: Dana Shaffer

Title: Vice Pres.

Date: 9/12/02